



ANTHONY J. BARTON  
ASSISTANT VICE PRESIDENT - FINANCE

RECORDATION NO. 26563 FILED

SEP 20 06

2-56 PM

SURFACE TRANSPORTATION BOARD

**TTX COMPANY**

101 NORTH WACKER DRIVE  
CHICAGO, ILLINOIS 60606  
(312) 853-3223

DIRECT LINE (312) 984-3824  
FAX (312) 984-3855

September 19, 2006

**VIA FEDERAL EXPRESS**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20006



Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Memorandum of Railcar Manufacturing Agreement dated as of August 9, 2006.

This Agreement is a primary document.

Parties to this transaction are as follows:

Buyer: TTX Company (Company)  
101 North Wacker Drive  
Chicago, Illinois 60606

Seller: American Railcar Industries (Manufacturer)  
100 Clark Street  
St. Charles, Missouri 63301

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
Three-unit articulated double stack well car with 53' wells.	FCA	1	DTTX	110103

Mr. Vernon A. Williams  
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Enclosed is our check in the amount of \$34.00 to cover filing fees.

There are no prior recordations pertaining to this Agreement.

A short summary of this Agreement to appear in the Index is as follows:

"Memorandum of Railcar Manufacturing Agreement covering 1 three-unit articulated double stack well car with 53 foot wells; DTTX, numbered 110103."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,

A handwritten signature in black ink, appearing to read "Anthony J. Barton". The signature is fluid and cursive, with a long horizontal line extending from the end.

Enclosures

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## MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of August 9, 2006, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and American Railcar Industries, a Delaware corporation, with an address at 100 Clark Street, St. Charles, Missouri 63301 (the "Manufacturer" and, together with the Purchaser, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into a Manufacturing Agreement dated as of August 9, 2006 (the "Agreement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the equipment listed on Schedule 1 hereto (the "Equipment").

WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Manufacturer hereby confirms its agreement to manufacture the Equipment for the Purchaser in accordance with the terms and conditions of the Agreement, and the Purchaser confirms its agreement to purchase the Equipment, confirms that Manufacturer retains a security interest in the Equipment to secure payment therefor, and accepts such terms and conditions, which are incorporated by references as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

AMERICAN RAILCAR INDUSTRIES

By: Stephen A. Johnson  
Vice President - Stephen A. Johnson

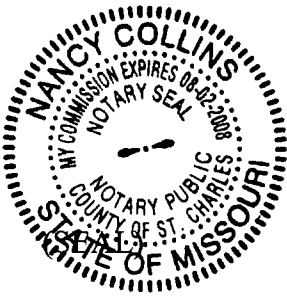
TTX COMPANY

By: Kathleen M. Savard  
Vice President and Chief Financial Officer

STATE OF MISSOURI )  
 )SS:  
COUNTY OF St. Charles )

On this 15<sup>th</sup> day of Sept, 2006, before me personally appears Stephen A. Johnson, to me personally known, who by me duly sworn, says that he is VP of American Railcar Industries (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



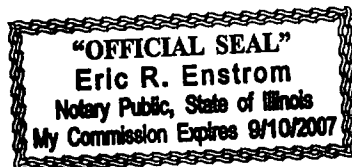
Nancy Collins  
Notary Public

My Commission expires:

STATE OF ILLINOIS )  
 )SS:  
COUNTY OF COOK )

On this 18<sup>th</sup> day of September, 2006 before me personally appears Kathleen M. Savard, to me personally known, who by me duly sworn, says that she is the Vice President and Chief Financial Officer of TTX Company (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



(SEAL)

Eric R. Enstrom  
Notary Public

My Commission expires:

9/10/07

**SCHEDULE 1**  
**TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT**  
**DATED AUGUST 9, 2006**

**TTX Contract T-2006-A**  
**AMERICAN RAILCAR INDUSTRIES Lot# 23-40100**

**EQUIPMENT**

1 DTTX Car marked 110103 (both inclusive).